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June 12, 2000

Matthew H Kaiser
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Vernon A Williams
Secretary
Surface Transportation Board
1925 K Street, N W
Washington, DC 20423

RECORDATION NO. 20200-N FILED
JUN 13 '00 9-32 AM
75
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams

I am the attorney for State Street Bank and Trust Company, one of the parties described below
I have enclosed two originals of the document described below, to be recorded pursuant to
Section 11301 of Title 49 of the U S. Code.

This document is an Instrument of Acknowledgment of Succession, a secondary document,
dated June 12, 2000. The primary document to which this document is connected is recorded
under Recordation No 20200

The names and addresses of the parties to the document are as follows

Owner Trustee: Fleet National Bank
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, CT 06103
Attn: Corporate Trust Administration

Successor
Owner Trustee: State Street Bank and Trust Company
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, CT 06103
Attn: Corporate Trust Administration

A description of the equipment covered by the document follows

The equipment consists of 1,200 Covered Hopper Cars, bearing consecutive road
numbers from CSYX 12345 through CSYX 13544, inclusive

A fee of \$26 is enclosed Please return a file-stamped original to me at the address on this
letterhead.

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June 12, 2000
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A short summary of the document to appear in the index follows:

Instrument of Acknowledgment of Succession, dated June 12, 2000, relating to Equipment Lease Agreement (Central Soya Equipment Trust 1996) between Fleet National Bank, Lessor, and Central Soya Company, Inc , Lessee, with Recordation No. 20200, dated July 15, 1996, and covering 1,200 Covered Hopper Cars bearing consecutive road numbers from CSYX 12345 through CSYX 13544, inclusive

Thank you for your attention to this matter

Very truly yours,

Thompson Coburn LLP

A handwritten signature in cursive script that reads "Matthew H. Kaiser".

By
Matthew H Kaiser

mhk/ktl

Enclosures

INSTRUMENT OF ACKNOWLEDGMENT OF SUCCESSION

This Instrument of Acknowledgment of Succession, dated as of June 12, 2000, by and between Fleet National Bank, a national banking association ("FNB"), individually and as the existing owner trustee under the hereafter defined Trust Agreement (the "Owner Trustee"), and State Street Bank and Trust company, a Massachusetts trust company ("State Street"), individually and as the successor owner trustee under such Trust Agreement (the "Successor Owner Trustee").

WHEREAS, FNB has served as Owner Trustee pursuant to a Trust Agreement, dated as of July 15, 1996 (Central Soya Equipment Trust 1996) (the "Trust Agreement"), between FNB and the Owner Participant named therein; and

WHEREAS, FNB as Owner Trustee owns one hundred percent (100%) of the title to and assets of the Trust Estate (as such term is defined in the Trust Agreement), including 1,200 Covered Hopper Cars (CSYX 12345-CSYX 13544) with STB Recordation No. 20200 (the "Rolling Stock"); and

WHEREAS, State Street is in the process of acquiring substantially all of the corporate trust business of FNB, including its interests as Owner Trustee under the Trust Agreement; and

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SURFACE TRANSPORTATION BOARD

WHEREAS, Section 7.4 of the Trust Agreement provides that any corporation to which substantially all the corporate trust business of the Owner Trustee shall be transferred shall, subject to satisfaction of the requirements of Section 7.3 of the Trust Agreement, be the Owner Trustee under the Trust Agreement without further act.

NOW THEREFORE, the parties hereto agree as follows:


1. The Successor Owner Trustee hereby acknowledges to the Owner Trustee that the Successor Owner Trustee has succeeded to one hundred percent (100%) of the Owner Trustee's right, title and interest in and to the Trust Estate (as defined in the Trust Agreement).
2. State Street represents that it satisfies the requirements of Section 7.3 of the Trust Agreement for a successor Owner Trustee.
3. FNB and State Street each represents that State Street is acquiring substantially all of the corporate trust business of FNB.
4. Upon acceptance by the Surface Transportation Board of a certified true copy of this Instrument for recordation with the provisions of 49 C.F.R. Part 1177, the Successor Owner Trustee shall be deemed the Owner Trustee under the Trust Agreement pursuant to Section 7.4 thereof.

5. State Street agrees that it is assuming all of the obligations of FNB under the Trust Agreement and the other operative agreements identified in the Trust Agreement and the Successor Owner Trustee under the Trust Agreement and such other operative agreements.

[THIS SPACE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have set forth their signatures as of the
date first set forth above.

FLEET NATIONAL BANK.
individually and as Owner Trustee

By. 
Title: AUTHORIZED SIGNATORY

STATE STREET BANK AND TRUST
COMPANY, individually and as
Successor Owner Trustee

By. 
Title: ASSISTANT VICE PRESIDENT

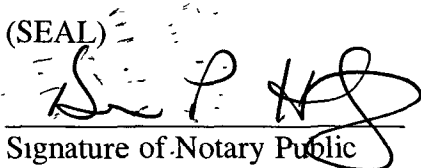
State of Connecticut)

) ss

County of Hartford)

On this 12th day of JUNE, 2000, before me personally appeared IREL MELODY-CASASANTA, to me personally known, who being by me duly sworn, says that (s)he is an authorized signatory of Fleet National Bank, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association

(SEAL)


Signature of Notary Public

My commission expires _____ **DAWN P. HEINTZ**
NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 31, 2002

State of Connecticut)

) ss

County of Hartford)

On this 12th day of JUNE, 2000, before me personally appeared KATHY A LARIMORE, to me personally known, who being by me duly sworn, says that (s)he is the ASSISTANT VICE PRESIDENT of State Street Bank and Trust Company, that said instrument was signed on behalf of said Massachusetts trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said Massachusetts trust company.

(SEAL)


Signature of Notary Public

My commission expires _____ **DAWN P. HEINTZ**
NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 31, 2002

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